1294332

FORM D



## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	May 31, 2005						
Estimated average	je burden						
hours per respon							

SEC	USE ONLY
Prefix	Serial
DATE	RECEIVED

	and the second s						
Name of Offering ( check if this is an am	Name of Offering ( check if this is an amendment and name has changed, and indicate change.)						
Series C Preferred Stock							
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☑ Rule	e 506 Section 4(6)CC ULOE					
Type of Filing: ☑ New Filing	☐ Amendment	AECEIVED ONG					
The second secon	A. BASIC IDENTIFICATION DATA	2004					
1. Enter the information requested about t	he issuer	JUN 1 200					
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)							
ECONERGY INTERNATIONAL C	ORPORATION	20/5					
Address of Executive Offices	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)					
		~/					
3825 Iris Avenue, Suite 350, Boulder,	Colorado 80301	(303) 473-9007					
Address of Principal Business Operations	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)					
(if different from Executive Offices)		<b>PDOCESSED</b>					
Brief Description of Business		, AGG					
Diversified energy services company		/ JUN 2 Ø 2004					
Type of Business Organization		THOMSON					
☑ corporation	☐ limited partnership, already formed	other (please specify).					
☐ business trust	☐ limited partnership, to be formed						
	Month Year						
Actual or Estimated Date of Incorporation o	r Organization: 0 2 9 4	☑ Actual ☐ Estimated					
Jurisdiction of Incorporation or Organizatio	n: (Enter two-letter U.S. Postal Service ab CN for Canada; FN for other foreign jur	1 6 1 7 8 7 8 1					

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed copy or bear typed or printed signatures.

Filing Fee: There is no federal filing fee.

#### State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (2-99)

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested of the following:	-
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more	of a class of equity
securities of the issuer;	
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing par issuers; and</li> </ul>	mers of partnership
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>	
Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☑ Executive Officer ☑ Director ☐	General and/or
	Managing Partner
Full Name (Last name first, if individual)	
Stoner, Thomas H.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐	General and/or
	Managing Partner
Full Name (Last name first, if individual)	
Renner, Frederick P.	and the state of t
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	Performance and a service of the ser
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐	General and/or
	Managing Partner
Full Name (Last name first, if individual)	
Moscarella, John Paul	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐	General and/or
	Managing Partner
Full Name (Last name first, if individual)	
Hoyt, Edward A.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	The second secon
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐	General and/or
Check Box(cs) that Apply. — I folloted — Beneficial Owner — Bexcedive Officer — Beneficial	Managing Partner
Full Name (Last name first, if individual)	
Winter, Chet	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐	General and/or
Check box(es) that Approx.   Deficition Deficition Described Described Director Described Describe	Managing Partner
Full Name (Last name first, if individual)	
Joukowsky, Artemis	
Business or Residence Address (Number and Street, City, State, Zip Code)	e e e e e e e e e e e e e e e e e e e
그 회사 사람들은 사람들이 가는 사람들이 가는 사람들이 되었다. 그들은 사람들이 생활하는 사람들이 사람들이 사람들이 가득하는 사람들이 되었다. 그 사람들이 되었다.	
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301	C - 1 - 4/-
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐	General and/or Managing Partner
Full Name (Last name first, if individual)	
DeWitt, Richard	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3825 Iris Avenue Suite 350, Boulder Colorado 80301	

A. BASIC IDENTIFICATION DATA	•	
2. Enter the information requested of the following:		
• Each promoter of the issuer, if the issuer has been organized within the past five years;		
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% is securities of the issuer;	more	of a class of equity
• Each executive officer and director of corporate issuers and of corporate general and managing	nar	tners of northershin
issuers; and	par	ancis of partnership
Each general and managing partner of partnership issuers.		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)		
Evan, Evan A.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)		Ivialiaging Farmer
Oatman, Peter A.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
3825 Iris Avenue, Suite 350, Boulder, Colorado 80301		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or
Check Box(cs) that Apply. If I follows I Belieficial Owner II Executive Officer II Director	-	Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or
<ul> <li>(1) The Control of th</li></ul>	1	Managing Partner
Full Name (Last name first, if individual)	.44	
		And the second s
Business or Residence Address (Number and Street, City, State, Zip Code)		e e e e e e e e e e e e e e e e e e e
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or
		Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or
		Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director		General and/or
		Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	l is ker
3. Does the offering permit joint ownership of a single unit?	l is ker
3. Does the offering permit joint ownership of a single unit?	l is ker
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the brol or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth information for that broker or dealer only. Full Name (Last name first, if individual) None	l is ker
None	
Dusiness of Residence Address (Number and Street, City, State, 21p Code)	—
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual states)	<b>A</b> C
AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  DD	_
IL   IN   IA   KS   KY   LA   ME   MD   MA   MI   MN   MS   MO	
MT   NE   NV   NH   NJ   NM   NY   NC   ND   OH   OK   OR   PA	
RI SC SD SD TN TX TX TY UT TY TY VA TY WA TY WY TY PR	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual states).	
(6.001. 1.1. 5.000. 6.1 6.1. 6.1. 6.1. 6.1. 6.1. 6.1.	es
IL  IN  IA  IA  KS  IKY  ILA  I  ME  ILA  IMA  IMA  IMA  IMA  IMA  IMA  IMA	
MT	
RI SC SD TN TX TX UT TY VA TWA WA WY WITH WY THE	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer	
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual states)	
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual states)	
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual states)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES ANI	) US	E OF PROCE	ED:	<b>5</b>	enterporte de la
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities for exchange and already exchanged.					
	Type of Security	o	Aggregate ffering Price	Α		nt Already Sold
	Debt	\$	0	\$		0
	Equity	\$	2,000,000	\$		0
	□ Common □ Preferred	_	· · · · · · · · · · · · · · · · · · ·			
	Convertible Securities (including warrants)	\$	0	\$		0
	Partnership Interests	-	0	\$		0
	Other (Specify)	-	0	\$		0
	Total			· \$		0
	Answer also in Appendix, Column 3, if filing under ULOE.	-		. •		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."		Number Investors	]	Dolla	gregate r Amount urchases
				•	OLF	
	Accredited Investors		0	\$		0
	Non-accredited Investors		0	\$		0
	TotalAnswer also in Appendix, Column 4, if filing under ULOE.		0	. \$		0
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C$ – Question 1.		Type of		Dolla	r Amount
	Type of offering		Security	,		Sold
	Rule 505		n/a	\$		n/a
	Regulation A		n/a	\$		n/a
	Rule 504		n/a	\$		n/a
	Total		n/a	\$		n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			•		
	Transfer Agent's Fees	· · · · · · ·		\$		N/A
	Printing and Engraving Costs		☑	\$		500.00
	Legal Fees	•••••	<u> </u>	\$	1	0,000.00
	Accounting Fees			\$		N/A
	Engineering Fees			\$		N/A
	Sales Commissions (specify finders' fees separately)			\$		N/A
	Other Expenses (identify) Filing Fees			\$		500.00
	Total		☑	\$	1	1,000.00

<u> </u>	C. OFFERING PRICE, NUMI	BER OF INVESTORS, EX	PEN	(SES 2	AND USE OF P	ROCE	EDS	
	b. Enter the difference between the aggreg Part C - Question 1 and total expenses furn 4.a. This difference is the "adjusted gross pro	ished in response to Part C	- Q	uestion	n		S	1,989,000
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check total of the payments listed must equal the a forth in response to Part C – Question 4.b about	shown. If the amount for the box to the left of the esi djusted gross proceeds to the	any p timat	ourpos te. Th	e e			
					Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			\$ -	n/a	_ □	\$	<u>n/a</u>
	Purchase of real estate			\$_	n/a	_ □	\$	n/a
	Purchase, rental or leasing and installment of	machinery and equipment		\$_	n/a	_ =	\$	n/a
	Construction or leasing of plant buildings and	facilities		\$ _	n/a	_ □	\$	<u>n/a</u>
	Acquisition of other businesses (including involved in this offering that may be used in securities of another issuer pursuant to a merg	exchange for the assets or		\$_	n/a		\$	n/a
	Repayment of indebtedness		Ø	\$_	300,000		\$	n/a
	Working capital			s _	n/a	_ 🗵	\$	289.000
	Other (specify): Purchase of merger arbi	itrage fund securities		\$	n/a		\$	1,400,000
				S			\$	
	Column Totals		Ø	\$	300.000	_ ☑	\$	1.689,000
	Total Payments Listed (column totals added)			_	☑ \$		200 00	<u> </u>
		D. FEDERAL SIGNAT	URI				989,00	)U
the writ	issuer has duly caused this notice to be signed following signature constitutes an undertaking ten request of its staff, the information furnise 502.	g by the issuer to furnish to	o the	U.S.	Securities and E	Exchang	ge Cos	mmission, upon
Issu	er (Print or Type)	Signature 12 PV	7_		D	ate		
	Econergy International Corporation	7//			Jı	ine 15,	2004	
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Ty	pe)					
	Frederick P. Renner	President						

### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE										
1.												
	Sec	e Appendix, Column 5, for state response.										
2.	. The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.											
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.											
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.											
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused this notice	e to be signed on its behalf by the									
Issi	uer (Print or Type)	Signature M	Date									
	Econergy International Corporation	18/10	June 15, 2004									
Na	me (Print or Type)	Title of Signer (Print or Type)										
	Frederick P. Renner President											

#### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APP	ENDIX				7 (V/ 30%) r
1		2	3		4		,	5	
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR							<del> </del>		
СО									
CA									
CT									
DE									
DC							·····		
FL									
GA									
HI									
ID									
IL									
IN									
IA				***					
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
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